

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

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www.firstunionrail.com

RECORDATION NO. 27856 **FLB**

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SURFACE TRANSPORTATION BOARD

March 16, 2009

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated November 6, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Graymont Western US Inc.
3950 South 700 East, Suite 301
Salt Lake City, UT 84107

A description of the railroad equipment covered by the enclosed document is thirty (30) 4750 cubic foot covered hopper cars; having FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Marcia Dunne", followed by a horizontal line.

Marcia Dunne
Sr. Documentation Specialist

Enclosure
(GYWE001)

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ASSGN. NO.: GYWE001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD tk

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6 day of November, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Graymont Western US Inc., ("Lessee"), a Utah corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 6, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 6, 2008, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: [Signature]Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR
OF DOCUMENTATIONExecuted on this 6th day of November, 2008.

[CORPORATE SEAL]

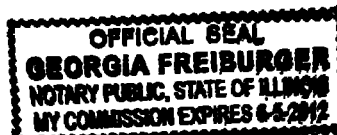
STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of November, 2008.

[Signature]
Notary Public

My Commission Expires:

6-2012
(Notary Public)

LESSEE:

GRAYMONT WESTERN US INC.

ATTEST:

By: [Signature]

Name: GERALD VAN CAMPEN

By: _____

Title: VP SALES

Name: _____

Title: _____

Executed on this 20 day of October, 2008.

[CORPORATE SEAL]

STATE OF Utah

COUNTY OF Salt Lake

I, Krista M. Hooks, a Notary Public of the County and State aforesaid, certify that Gerald Van Campen personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22nd day of October, 2008.

[Signature]
Notary Public

Commission Expires:

June 10th, 2012
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Thirty (30)
- II. DESCRIPTION OF CARS: 4750 cu. ft. covered hopper cars with vibrator brackets and gravity gates,
loading to 263,000 lbs. GWR
- III. CAR NUMBERS:
- | | |
|------|--------|
| FURX | 818926 |
| FURX | 819013 |
| FURX | 819181 |
| FURX | 828602 |
| FURX | 829024 |
| FURX | 829710 |
| FURX | 830907 |
| FURX | 833409 |
| FURX | 833413 |
| FURX | 833421 |
| FURX | 833430 |
| FURX | 833449 |
| FURX | 833454 |
| FURX | 833455 |
| FURX | 833456 |
| FURX | 833457 |
| NDYX | 833459 |
| NDYX | 833460 |
| NDYX | 833469 |
| NDYX | 833471 |
| NDYX | 833474 |
| NDYX | 833476 |
| NDYX | 833478 |
| NDYX | 833479 |
| NDYX | 833481 |
| NDYX | 833493 |
| NDYX | 833514 |
| NDYX | 839398 |
| NDYX | 839470 |
| NDYX | 839471 |